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14863-F  
14863-G

26

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

RECORDATION NO. 14863-F Filed & Recorded

APR 21 1987 11:35 AM

RECORDATION NO. 14863-F Filed & Recorded

INTERSTATE COMMERCE COMMISSION

APR 21 1987 11:35 AM April 21, 1987

INTERSTATE COMMERCE COMMISSION

No. 7-111A017

Date APR 21 1987

Fee \$ 20.00

ICC Washington, D. C.

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 3, dated April 21, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 3, dated April 21, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, by ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Number 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/

Assignor: ACF Industries, Incorporated  
1370 Avenue of the Americas  
New York, New York 10019

Mortgagee/

Assignee: Fleet National Bank, individually  
and as agent  
111 Westminster Street  
Providence, Rhode Island

C. T. Kappler

APR 21 11 29 AM '87  
MOTOR OPERATING UNIT  
THE SECRETARY  
ICC OFFICE OF

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A (List of Additional Equipment and Leases) attached to this letter and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

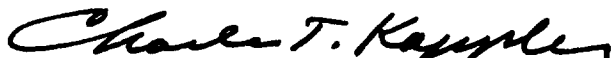
Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$20 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 3, dated April 21, 1987, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 3, dated April 21, 1987, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the addition of railroad cars.

Very truly yours,

  
Charles T. Kappler

Enclosures

ICC COPY  
14863-~~12~~ + 6

EXHIBIT A

<u>Car Number</u>	<u>Quantity</u>	<u>AAR Designation</u>	<u>Cost</u>
39747-39749	3	C214	\$ 126,579
39752-39755	4	"	\$ 168,772
39770	1	"	\$ 42,193
39775	1	"	\$ 42,193
39778-39822	45	"	\$ 1,898,694
40954-41036	83	"	\$ 3,699,198
41037-41049	13	"	\$ 583,110
41051-41054	4	"	\$ 179,420
64504-64505	2	"	\$ 111,064
<hr/>			
64536-64606	71	C214	\$ 3,612,379
41076-41077	2	C614	\$ 127,173
51427-51428	2	"	\$ 138,926
71591-71599	9	T073	\$ 628,550
77292-77297	6	T906	\$ 408,406

SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE  
AND SECURITY AGREEMENT

RECORDATION NO. 14863-F  
Filed & Recorded

SUPPLEMENT NO. 3

TO

SCHEDULE B

ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE AND SECURITY AGREEMENT  
INTERSTATE COMMERCE COMMISSION

AND SECURITY AGREEMENT

DATED DECEMBER 13, 1985

BETWEEN

ACF INDUSTRIES, INCORPORATED

("DEBTOR")

AND

FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented from time to time, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

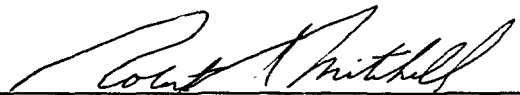
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77292-77297	6	T906	\$ 408,406

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 21<sup>st</sup> day of April, 1987.

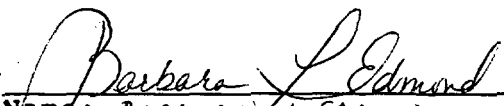
ACF INDUSTRIES, INCORPORATED

By


  
 Name: Robert J. Mitchell  
 Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By

  
 Name: BARBARA L. EDMOND  
 Title: A.V.P.

By

  
 Name: KIMBERLY HUNT  
 Title: S. V. P.

STATE OF NEW YORK )  
COUNTY OF NEW YORK )

: SS.:

ON THIS 21<sup>st</sup> DAY OF April, 1987, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merrick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

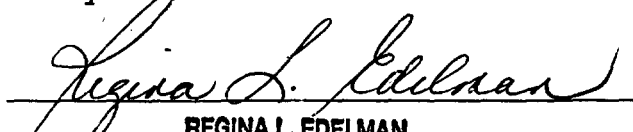


ELAINE COSTA-IMP  
Notary Public, State of New York  
No. 03-0773131  
Qual. in Bronx Co. Cert. in New York Co.  
Commission Expires Nov. 30, 1989

STATE OF NEW YORK )  
COUNTY OF NEW YORK )

: SS.:

On this 21<sup>st</sup> day of April, 1987, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 Mahan Rd, Old Bethpage, New York 11804, that she is a Asst. Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

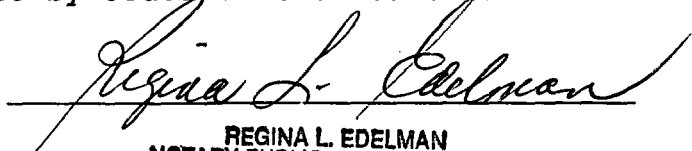


REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires February 28, 1990

STATE OF NEW YORK )  
COUNTY OF NEW YORK )

: SS.:

On this 21<sup>st</sup> day of April, 1987, before me personally came Kimberly Hunt, to me known, who being to me duly sworn, did depose and say that she resides at 238 E. 74th St., New York, that she is a Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.



REGINA L. EDELMAN  
NOTARY PUBLIC, State of New York  
No. 41-4505178  
Qualified in Queens County  
Commission Expires February 28, 1990